

URBAN OUTFITTERS INC
Form 5
March 16, 2016

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
HAYNE RICHARD A

2. Issuer Name and Ticker or Trading Symbol
URBAN OUTFITTERS INC
[URBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

5000 SOUTH BROAD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19112

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Shares	03/17/2015	Â	G	115,000 D \$ 0	22,561,064	D	Â
Common Shares	11/24/2015	Â	G	5,000,000 D \$ 0	17,561,064	D	Â
Common Shares	11/24/2015	Â	G	5,000,000 A \$ 0	5,000,000	I ⁽¹⁾	By The 2015 Richard A. Hayne GRAT

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Common Shares	Â	Â	<u>(2)(3)</u>	Â	Â	Â	23,598	I <u>(1)</u>	By Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	157,233	I <u>(4)</u>	By Richard and Margaret Hayne 2012 Trust
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	265,573	I <u>(5)</u>	By Trust
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	62,440	I <u>(1)</u>	By Hayne Foundation
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	1,066,184	I <u>(6)</u>	By Spouse
Common Shares	Â	Â	<u>(2)(3)</u>	Â	Â	Â	11,356	I <u>(7)</u>	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	5,141,146	I <u>(7) (8)</u>	By spouse as Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance	Â	Â	Â	<u>(2)</u>	Â (A) (D)	Â <u>(11)</u> Date Exercisable / Â <u>(11)</u> Expiration Date	Common	60,000

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(11) The PSUs are eligible to vest on August 27, 2018, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2015, 2016, 2017 and 2018, as well as on the average closing price of the issuer's common shares being greater than the grant date price; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by three times the fair market value ("FMV") of the issuer's common shares on the grant date, divided by the FMV of the issuer's common shares on the day before the applicable vesting date. This limitation caps the FMV of the award at three times the FMV of the award on the grant date.

(12) One-third of the total number of PSUs are eligible to vest on each of August 25, 2018, 2019 and 2020, contingent on the continued employment of the reporting person through such date, the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2017, 2018, 2019 and 2020 and the satisfaction of the requirement that the average closing price of the issuer's common shares during the six-month period before the applicable vesting date be at least equal to the grant date price; provided, however, that on the three vesting dates, the number of PSUs that vest is limited to the number of PSUs multiplied by three times the FMV of the issuer's common shares on the grant date, divided by the FMV of the issuer's common shares on the day before the applicable vesting date. This limitation caps the number of shares that may be registered under the award at three times the FMV of the award on the grant date.

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